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OF COUNSEL  
URBAN A. LESTER

November 2, 1999

*Kim Bateman*  
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 22515, A FILED

NOV 2 '99 11-30AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies each of a Memorandum of Lease, dated October 28, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents, and Memorandum of Assignment of Lease, dated as of October 31, 1999, a secondary document related thereto.

The names and addresses of the parties to the enclosed document are:

Memorandum of Lease

Lessor: Railcar, Ltd.  
1819 Peachtree Road, N.E., Suite 455  
Atlanta, Georgia 30309-1847

Lessee: Columbia River Carbonates  
300 North Pekin Road  
Woodland, Washington 98674

Mr. Vernon A. Williams  
November 2, 1999  
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Assignment of Lease

Assignor: Railcar, Ltd.  
1819 Peachtree Road, N.E., Suite 455  
Atlanta, Georgia 30309-1847

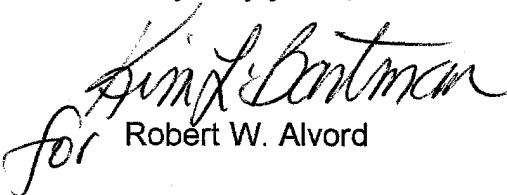
Assignee: Transamerica Equipment Financial Services  
Corporation  
210 Interstate North Parkway, Suite 315  
Atlanta, Georgia 30339

A description of the railroad equipment covered by the enclosed document is:  
set forth on the equipment schedules attached to the Assignment of Lease

Also enclosed is a check in the amount of \$52.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

  
for Robert W. Alvord

RWA/bg  
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE NOV 2 '99

11-30AM

1. This instrument relates to the Master Lease Agreement dated as of May 26, 1999, and the related Schedule No. 1 dated as of May 26, 1999 (collectively, the "Lease Agreement"), between Railcar, Ltd. ("LTD"), as lessor, and Columbia River Carbonates ("Lessee"), as lessee, pursuant to which LTD has leased to Lessee the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said Master Lease Agreement and Schedule are collectively referred to hereinafter as the "Lease". Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 simultaneously with this Memorandum and assigned recordation number \_\_\_\_\_. Pursuant to the Assignment Agreement dated as of October 31, 1999 (the "Assignment Agreement"), between LTD and Transamerica Equipment Financial Services Corporation ("TEFSC"), LTD has assigned to TEFSC all of LTD's rights, title, and interest in and to the Lease and the Cars.

2. The addresses of the parties are as follows:

Railcar, Ltd. (Former Lessor / Assignor)  
1819 Peachtree Road, N.E., Suite 455  
Atlanta, Georgia 30309-1847

Transamerica Equipment Financial Services Corporation (New Lessor/Assignee)  
210 Interstate North Parkway, Suite 315  
Atlanta, Georgia 30339

3. The term of the Lease has already commenced and is scheduled to end on July 31, 2014.

4. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

5. The terms and provisions of the assignment are more particularly set forth in the Assignment Agreement.

6. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of October 31, 1999.

RAILCAR, LTD.

By: 

Name: Eugene N. Martini

Title: Executive Vice President

State of Georgia, County of Fulton

On October 31, 1999, before me personally appeared Eugene N. Martini, to me personally known, who being by me duly sworn says that he is Executive Vice President of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

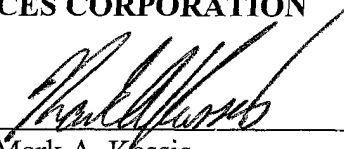
My commission expires

Notary Public, Coweta County, Georgia  
My Commission Expires April 2, 2002

[NOTARIAL SEAL]

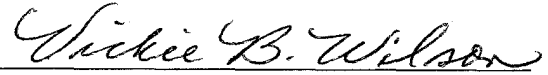
[Execution continued on next page; remainder of this page intentionally left blank]

**TRANSAMERICA EQUIPMENT FINANCIAL  
SERVICES CORPORATION**

By:   
Name: Mark A. Kassis  
Title: Vice President

State of Georgia, County of Cobb

On October 31, 1999, before me personally appeared Mark A. Kassis, to me personally known, who being by me duly sworn says that he is Vice President of **Transamerica Equipment Financial Services Corporation**, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public  
My commission ~~EXPIRES~~ **MY APPOINTMENT EXPIRES MARCH 30 2003**  
GWINNETT COUNTY, GEORGIA

[NOTARIAL SEAL]

# DESCRIPTION OF RAILCARS

. Lessee: Columbia River Carbonates

. Quantity: 30

. Car Description: 100 Ton Bottom Dump, Ore Hopper

\*MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .  
\*=====.  
RMGX 005500 RMGX 005501 RMGX 005502 RMGX 005503 RMGX 005504 RMGX 005505  
RMGX 005506 RMGX 005507 RMGX 005508 RMGX 005509 RMGX 005510 RMGX 005511  
RMGX 005512 RMGX 005513 RMGX 005514 RMGX 005515 RMGX 005516 RMGX 005517  
RMGX 005518 RMGX 005519 RMGX 005520 RMGX 005521 RMGX 005522 RMGX 005523  
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